

RECORDATION NO. 24812 - A
FILED

MAR 20 '07 -2 3 0 PM

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SURFACE TRANSPORTATION BOARD

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March 20, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amended and Restated Railcar Lease, dated as of March 15, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease previously filed with the Board under Recordation Number 24812.

The names and addresses of the parties to the enclosed document are:

Lessor: The CIT Group/ Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

Lessee: Trona Railway Company LLC
13068 Main Street
Trona, California 93562

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

737 covered hopper cars: AJPX 6000 - AJPX 6749, but excluding AJPX 6034, 6062, 6111, 6137, 6191, 6223, 6324, 6351, 6352, 6452, 6467, 6524 and 6686.

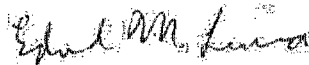
A short summary of the document to appear in the index is:

Memorandum of Amended and Restated Railcar Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

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MEMORANDUM OF AMENDED AND RESTATED RAILCAR LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF AMENDED AND RESTATED RAILCAR LEASE dated as of this 15 day of March, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 3000, Chicago, IL 60606 (the "Lessor"), and TRONA RAILWAY COMPANY LLC, a Delaware limited liability company, with an address at 13068 Main Street, Trona, California 93562 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, The Hutchinson & Northern Railway Company ("H&N"), as lessee, and General Electric Railcar Leasing Corporation ("GE"), as lessor, entered into that certain Railroad Car Net Lease Agreement ("Master Lease") and Rider No. 1 thereto ("Rider No. 1"), each dated December 15, 1993, (the Master Lease and Rider No. 1 are collectively referred to as the "Lease"); and

WHEREAS, GE assigned its interest in the Lease to Lessor; and

WHEREAS, pursuant to an Assignment, Assumption of Obligations and Amendment to Lease, dated as of January 31, 2004, H&N assigned its interest in the Lease to Lessee; and

WHEREAS, a Memorandum of Railcar Lease with respect to the Lease was filed with the Surface Transportation Board on February 10, 2004 and assigned recordation number 24812; and

WHEREAS, the parties have agreed to amend and restate the Lease by entering into an Amended and Restated Rider No. 1, dated as of March 15, 2007 ("Amended Rider No. 1" incorporating the provisions of the Master Lease, the "Amended Lease") to reflect the deletion from Rider No. 1 of 197 railcars identified by car mark and road numbers APJX 7000-7081 and APJX 7083-7198; and

WHEREAS, the Amended Lease covers the equipment listed on Schedule A hereto (the "Equipment"); and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Amended Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the Amended Lease of the Equipment to the Lessee in accordance with the terms and conditions of the Amended Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: *M. Roy Gasse*
Name: M. Roy Gasse
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

TRONA RAILWAY COMPANY LLC

By: *Emanuel J. DiTeresi*
Name: Emanuel J. DiTeresi
Title: Vice President

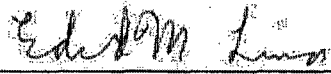
SCHEDULE A
DESCRIPTION OF RAILCARS

<u>Number of Cars</u>	<u>Type and Description</u>	<u>Approximate Capacity (gallage or cubic feet)</u>
737	Covered jumbo hopper cars equipped with trough hatches and gravity outlets; Specification L-30133, dated April 23, 1993 (Reporting Marks AJPX 6000-6749 but excluding 6034, 6062, 6111, 6137, 6191, 6223, 6324, 6351, 6352, 6452, 6467, 6524 and 6686)	4,750 CF

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: March 20, 2007

A handwritten signature in dark ink, appearing to read "Ed M Luria", is written over a horizontal line.

Edward M. Luria